



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 21925 FILED

JAN 4 '99

11-24 AM

*January 4, 1999*  
December 16, 1998

New Recordation No.

Dear Mr. Williams:

On behalf of BancBoston Leasing Inc., I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railroad Equipment Lease Agreement ("Lease"), entered into as of December 16, 1998.

The parties to the enclosed Lease are:

BancBoston Leasing Inc. - LESSOR  
100 Federal Street  
Boston, MA 02110

Southdown, Inc. - LESSEE  
1200 Smith Street  
Houston, TX 77002

The said Lease, among other things, acts to lease the equipment listed in Attachment A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Attachment A thereto, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 31, NEW 3,260 Cubic Foot 115 ton twin Covered Hopper Cars, SDWX numbers."

Enclosed is a check in the amount of twenty six dollars (\$26.00) in payment of the filing fee.

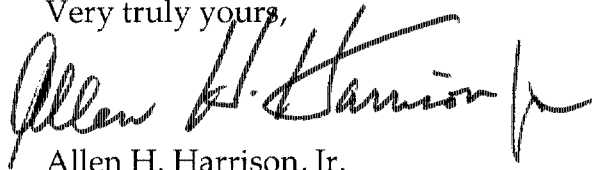
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts - 12/16/98*

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for BancBoston Leasing Inc.,  
for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423  
Enclosures

BY HAND

8201-020

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.

Date: 1/4/99

DCWM

1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

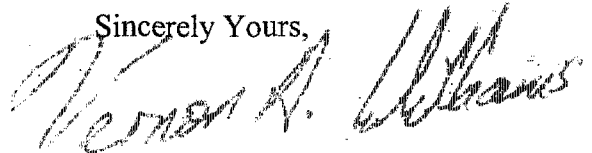
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 1/4/99 at 11:24AM, and

assigned recordation number(s). 21925.

Sincerely Yours,



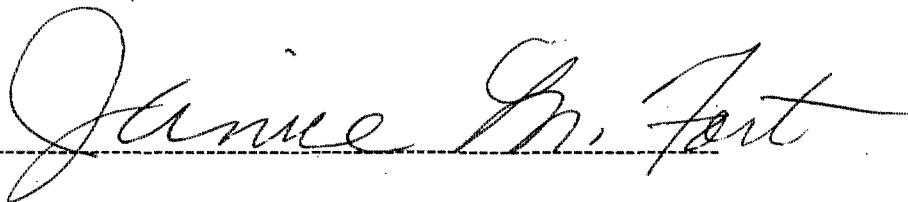
Vernon A. Williams

Enclosure(s)

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

JAN 4 '99

11-24 AM

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into as of this 16th day of December, 1998, is intended to evidence the Equipment Schedule dated as of December 9, 1998, between BancBoston Leasing Inc. as Lessor ("Lessor") and Southdown, Inc. as Lessee ("Lessee") pursuant to that certain Master Lease Finance Agreement dated as of June 13, 1995, between Lessor and Lessee, (the Equipment Schedule and the Master Lease Finance Agreement, collectively, hereinafter referred to as the "Lease"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use **Thirty-one (31) New 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars** (together, the "Equipment") as more particularly described on the Attachment A attached hereto and made a part hereof. Lessee is renting from Lessor all of the Equipment at the rental rate and upon the terms and conditions as provided under the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

BANCOSTON LEASING INC.

By: Paula E. DelaunoyName: Paula E. DelaunoyTitle: ASSISTANT VICE PRESIDENTDate: 12/17/98

LESSEE:

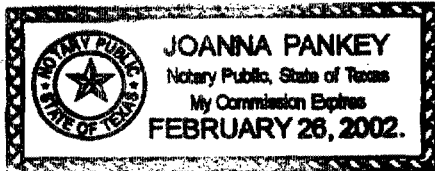
SOUTHDOWN, INC.

By: L. Craig CarletonName: L. Craig CarletonTitle: Assistant TreasurerDate: 12/16/98

STATE OF Texas )  
COUNTY OF Harris ) SS:

On this 16 day of December, 1998, before me the subscriber, Joanna Pankey, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person L. Craig Carleton, to me personally known, who stated and acknowledged that he/she is the Assistant Treasurer of Southdown, Inc., a Louisiana corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 16 day of December, 1998.



Joanna Pankey  
Notary Signature

February 26, 2002  
My Commission Expires

STATE OF MASSACHUSETTS )

) SS:

COUNTY OF SUFFOLK )

On this 17<sup>th</sup> day of December, 1998, before me the subscriber Paula E. DeLawter, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared Paula E. DeLawter to me personally known, who stated and acknowledged that she is the Assistant Vice President of BancBoston Leasing Inc., a Massachusetts corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 17 day of December, 1998.

Nathaniel J. Davis  
Notary Signature

6/14/2002  
My Commission Expires

**Attachment A**  
**to**  
**Memorandum of Railroad Equipment Lease**

To the Memorandum of Lease dated as of December 10, 1998, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

**Thirty one (31) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars**, with the following standard specifications:

<u>Certificate No.BA</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10098	54700	231300
SDWX 10103	54700	231300
SDWX 10104	54800	231200
SDWX 10105	54500	231500
SDWX 10106	54500	231500
SDWX 10107	54700	231300
SDWX 10108	54800	231200
SDWX 10110	54700	231300
SDWX 10112	54600	231400
SDWX 10113	54800	231200
SDWX 10116	54600	231400
SDWX 10117	54700	231300
SDWX 10119	54600	231400
SDWX 10120	54500	231500
SDWX 10125	54600	231400

<u>Certificate No. BB</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10123	54300	231700
SDWX 10124	54700	231300
SDWX 10126	54700	231300
SDWX 10127	54500	231500
SDWX 10128	54700	231300
SDWX 10129	54600	231400
SDWX 10130	54700	231300
SDWX 10131	54700	231300
SDWX 10132	54000	232000
SDWX 10133	54100	231800
SDWX 10134	54700	231300
SDWX 10135	54300	231700
SDWX 10136	54400	231600
SDWX 10137	54700	231300
SDWX 10138	54500	231500
SDWX 10139	54600	231400

The Equipment referenced above is located on the premises of the Lessee at:  
**1200 Smith Street, Houston, Texas 77002**